

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK

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In re:

O'HARA, JOSEPH,

Chapter 7

Cause No. 08-12108

Debtor.

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Professional Assistance and Support  
Services, LLC, a/k/a PASS,  
L.L.C., Mike Martin, Ed Kear  
And Vince Lane

Plaintiffs,

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Sec. 2201. This is a core proceeding under 28 U.S.C. 157(b)(2)(A), (N), (O). Venue is proper in this district pursuant to 28 U.S.C. Sec. 1408.

**2. Parties.** Plaintiff Mike Martin is a resident citizen of the State of Texas. Plaintiff Vince Lane is a resident citizen of the State of Illinois. Plaintiff Ed Kear is a resident citizen of the State of New York. Defendant Dereck Abraham is a resident of the State of New York. Defendant Joe O'Hara is a resident of the State of New York. Defendant Joseph O'Hara by and through Douglas Wolinsky as Trustee of the Bankruptcy estate of Joseph O'Hara are residents of the State of New York. Defendant ISG a/k/a Innovative Solutions Groups Cos, LLC., d/b/a Educational Services and Products, LLC, (ISG LLC) is a corporation licensed to do business in the State of New York. Defendant Derek Abraham is a resident citizen of the State of New York. Defendant Strategic Governmental Solutions, Inc. is a corporation licensed to conduct business in the State of New York. Defendant Educational Services and Products, LLC is a limited liability company licensed to do business in the State of New York. Defendant ESP Acquisition LLC is now known as Innovative Solutions Group Cos., LLC.

**3. Relevant Facts Related to Declaratory Judgment Action.** Upon information and belief, Plaintiffs assert that the limited liability corporation known as Professional Assistance and Support Services LLC ("PASS" or "PASS LLC") was incorporated pursuant to the laws of the State of New York sometime in the year 2007. The original parties to PASS LLC and their percentage of membership ownership is as follows: Joe O'Hara, 25%, Derek Abraham, 10%, Vince Lane, 25%, Ed Kear, 15% and Mike Martin 25%. The principal purpose of PASS LLC was and continues to be the development and deployment of software for use by political subdivisions seeking reimbursements from the United States government for services rendered to various student populations. Under the leadership of member Mike Martin, PASS developed and deployed valuable software for the purposes stated. Said software was deployed by Defendants

predecessors in ownership, Strategic Governmental Solutions LLC and thereafter Educational Services and Products LLC. Plaintiff PASS is also the sole and exclusive owner of various personal property including that property described in Exhibit A, attached hereto and incorporated herein for all purposes as if set forth in full. Defendants knew or should have known in the exercise of reasonable care, that Joseph O'Hara a member or managing member of PASS, LLC lacked the legal authority to transfer significant assets of PASS LLC outside the ordinary course of business of PASS LLC under an Agreement for the Sale and Purchase of Assets consummated in July of 2008 in connection with the bankruptcy proceedings of Strategic Governmental Solutions Inc. (Cause No. 08-11047, Chapter 7), and Educational Services and Products, LLC (Cause No. 08-11400, Chapter 11), with said sale conducted in the United States Bankruptcy Court for the Northern District of New York in contravention of the provisions of §412 and §402(d)(2) of the New York Limited Liability Company statutes. Joseph O'Hara represented to the Plaintiff during 2008 that he was negotiating a certain sale of licensing rights to be issued by PASS and that he would provide PASS members with good and adequate compensation for such a sale; however the sale as above described was done contrary to the law and was not done with the consent or permission of a majority of the members of PASS.

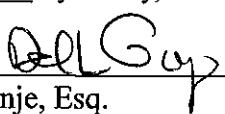
**4. Cause of Action for Declaratory Relief.** Plaintiff seeks a Declaratory Judgment declaring: 1) that Plaintiff PASS LLC is a legal entity organized pursuant to the laws of the State of New York; 2) that the software and personal property described in Exhibit A allegedly transferred by Strategic Governmental Solutions, Inc, and Educational Services & Products, LLC in its Agreement for the Sale and Purchase of Assets to ESP Acquisition LLC, on or about July 31, 2008, is the sole and exclusive property of Plaintiff PASS LLC; 3) that Joseph O'Hara, Strategic Governmental Solutions, Inc. and Educational Services and Products, LLC had no lawful authority to transfer any assets or proprietary rights of PASS LLC; 4) that the purchasing

party holds and uses the property of Plaintiff PASS LLC in constructive trust for Plaintiffs; 5) that PASS LLC individually owns the intellectual property rights and copyright to the software being used by the purchasing party and is entitled to enforce its ownership of this property through all means of redress allowed by law for violation of intellectual property rights and copyright provided by the laws of the State of Texas and the United States of America; 6) that the percentage of membership ownership in Plaintiff PASS LLC is 25% Joseph O'Hara by and through his bankruptcy trustee in the above entitled case, 10% by Derek Abraham, 25% by Vince Lane, 15% by Ed Kear and 25% by Mike Martin.

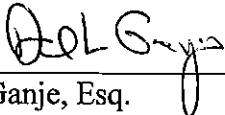
5. Prayer and Relief. WHEREFORE Plaintiffs pray for the following:

- A. A Declaratory Judgment determining each members respective ownership interest in PASS;
- B. A Declaratory Judgment that Defendant Joe O'Hara acted without legal authority when he arranged and negotiated the sale of PASS assets in the Asset Purchase Agreement previously approved by this Court in the above styled bankruptcy proceedings; and
- C. For the relief requested in paragraph # 4 above, and for any other relief as may be deemed just and proper by the Court.

DATED at Albany, New York this 27 day of May, 2009.

  
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David L. Ganje, Esq.  
Ganje Law Office  
Attorney for Plaintiffs  
2 Tower Place  
Albany, New York 12203  
518-437-9000

Plaintiffs demand trial by jury for all issues so triable.

  
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David L. Ganje, Esq.

Attachment A to Equipment Schedule 01

Qty	Description
1	Sunfire 4800, w 2-PCI/O Assy., 1- CPU Mem BD, 1 - Sunfire Cabinets, 1-Rackmount Kit, 1-D240 Media Tray, 2-Quad Fast Ethernet, 1- Dual Gigabit Ether Card, 1-PCI 64 Hot Plug, 1-Silkworm 3250
1	Sunfire 4800, w 2-PCI/O Assy., 1- CPU Mem BD, 1 - Sunfire Cabinets, 1-Rackmount Kit, 1-D240 Media Tray, 2-Quad Fast Ethernet, 1- Dual Gigabit Ether Card, 1-PCI 64 Hot Plug, 1-Silkworm 3250
1	Halon Meta-Data Warehouse Framework
1	Intrusion Detection Module
1	Problem Resolution Module
1	Task Management Module
1	Notification Module
1	Host Modification Detectors
1	Perimeter Change Detectors
1	Service Availability Agents
1	Web Spider Agent
6	Sunfire V20Z 1 U Rack Mt. X86 Opteron 244 Server, 1.8GHZ, 1GB Mem, 1-73GB 10k SCSI Disk, 2-10/100/1000 Ethernet Port
2	Media Kit
6	Slide Rail Kit for Sunfire V20Z
6	Power Cord
2	Sun Ultra 20 Workstation, 1.8GHZ, 512MB, 80GB HD
2	FRU Keyboard, Unix Style
2	Power Cord
2	Video Cable Adapter
2	19" TFT LCD Monitor
2	X-Option NVIDIA Quadro PCI
1	NAVI Agent Sun Media
1	NAVI Departmental Media
3	Navisphere Agent Sun
3	Sun CPC1 S/W Utilities
1	CX300 Nav! Departmental
1	CX300 Fibre Channel 2GB
1	40U Common Rack
1	DAE ATA Expansion for CX
13	CX Series 10K Disk Drive Module 146GB 10K
12	250GB ATA Drives
1	40U-C PWR Cord - US
1	Array Docs & RTU
1	Clarion Service Modem
2	NetScreen-25 with US Power Cord
2	Next Day Support for N25
3	NetScreen-5GT 10 User with US Power Cord
3	J-Care Next Day Support for NS5X
1	L180, 80 Slot Tape Library
1	120V Nema5-15 Cord
1	Native 2GB Fibre Interface
1	UPS
1	DOM Rack Area Cooling Fan
1	Expansion Door
2	LC/LC 10M 50/125U FIBR Cable
1	T9940B Full Fabric Drv Lib Mnt
1	L180/L700 Drive Tray
10	9940 Volsafe Media
10	Volsafe for A/B Drives
10	EDP Vibrant Color Labels

EXHIBIT A